

Minutes from the CED Board of Directors Human Resources/Personnel Policy  
Committee  
March 26, 2009  
CED Classroom

Attending: Anastasia Pucci (chair), John Fogg, Scott Merrell (coopted), Debbie Edmunson (coopted), Joan Siefert Rose (staff liaison), Jim Ford (staff).

Excused: Kent Christison

Anastasia Pucci convened the meeting at 1:30 p.m. and made introductions. She said the Committee was created both to respond to new nonprofit reporting regulations required by the IRS, and to provide consistent policies and procedures for CED based on best practices.

Scott Merrell reviewed the reasons Congress mandated the changes, which include a desire for greater transparency in compensation practices and clearer rules for nonprofits that do business with board members or other interested parties. He asked whether CED has a Compensation Committee, and the members decided that this committee could function in that role. The Committee agreed to change its name to the Compensation and Personnel Policy Committee.

Scott asked a series of questions to assess CED's compliance with new standards. Jim Ford confirmed that CED directors are not compensated, and that CED has no deals or contracts for pay with any directors. Scott suggested that CED start collecting information about related party transactions and any direct or indirect compensation to a director.

The Committee discussed the need to undertake a compensation review for the CEO and any employees earning more than \$100,000. Anastasia agreed to head up this effort, which will focus on the "rebuttal presumption of reasonableness." This process includes an independent salary review of comparable positions, and evidence that compensation offers are discussed and approved by members of the Compensation Committee and the Executive Committee.

Scott and Jim reviewed CED's current policies, which have been shared with the Executive Committee. These include a Mission Statement, Statement of Code of Ethics, Conflict of Interest, Whistleblower, and Document Retention and Destruction. Jim agreed to revise the Code and Ethics and Conflict of Interest statements to comply with current guidelines.

Scott asked, and Jim confirmed, that CED has an Audit Committee that meets regularly and keeps minutes, that the Board- in this case, the Executive Committee – has reviewed the 990 requirements and procedures, and that CED has established a Compensation Committee. Scott recommended that CED also adopt procedures for forming joint ventures, update its policies for travel reimbursements, and create a policy for acceptance of gifts that caps the amount at \$25.

Jim and Joan agreed to circulate updated policies prior to the end of the fiscal year for review and approval.

Anastasia suggested that the Committee meet again in July to set salaries and bonuses for FY 2010, and to review the details of the independent compensation review, which will be commissioned by the Committee in the next few months.

The meeting adjourned at 2:30 p.m.